

DONELAN, CLEARY, WOOD & MASON, P.C.
ATTORNEYS AND COUNSELORS AT LAW
SUITE 850
1275 K STREET, N.W.
WASHINGTON, D. C. 20005-4078
TELEPHONE (202) 371-9500
TELECOPIER (202) 371-0900

April 30, 1992

17787
RECORDATION NO. FILED 1425
APR 30 1992 - 10:22 AM
INTERSTATE COMMERCE COMMISSION
2-121A004

New Recordation No.

Dear Mr. Strickland:

On behalf of Pitney Bowes Credit Corporation., I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Master Equipment Lease Agreement ("Lease").

The parties ("Parties") to the enclosed Lease are:

Pitney Bowes Credit Corporation - LESSOR
201 Merritt Seven
Norwalk, Connecticut 06856-5151

ConAgra, Inc. - LESSEE
One Central Park Plaza
Omaha, Nebraska 68102

The said Lease, among other things, covers the lease of certain hopper cars by Lessor to Lessee.

The units of equipment covered by the instant Lease are thirty (30) covered hopper cars, CAGX 92000-92029.

A short summary of the Lease to appear in the ICC Index is as follows:

"30 hoppers CAGX 92000-92029"

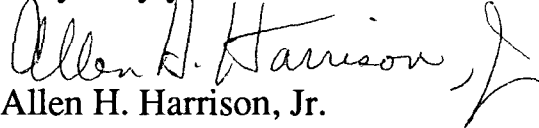
Enclosed is a check in the amount of sixteen dollars (\$16.00) in payment of the filing fee.

APR 30 10 08 AM '92
MOTOR CARRIER UNIT

C. Cleary

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in cursive script, reading "Allen H. Harrison, Jr.", followed by a large, stylized flourish.

Allen H. Harrison, Jr.
Attorney for Pitney Bowes
Credit Corporation for the
purpose of this filing.

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20231
Enclosures
BY HAND

Interstate Commerce Commission
Washington, D.C. 20423

4/30/92

OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.

Donelan, Cleary, Wood & Maser

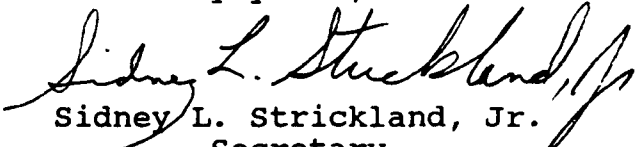
1275 K Street , N.W. Suite 850

Washington, D.C. 20005-4078

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/30/92 at 10:15am , and assigned recordation number(s). 17787

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

MEMORANDUM
OF MASTER EQUIPMENT LEASE AGREEMENT

17787
APR 30 1992 - 10 22 AM

INTERSTATE COMMERCE COMMISSION

On the date hereof, the parties hereto entered into that certain Master Equipment Lease Agreement No. 1801174 (the "Lease Agreement") dated as of X April 24, 1992, and that certain Lease Schedule No. 801 attached and incorporated by reference thereto, by and between Pitney Bowes Credit Corporation ("Lessor"), having a place of business located at 201 Merritt Seven, Norwalk, Connecticut 06856-5151, and ConAgra, Inc. ("Lessee"), having its principal place of business located at One ~~Central Park Plaza~~ ^{ConAgra Drive}, Omaha, Nebraska 68102, pursuant to which Lessor has leased to Lessee the Equipment described on Exhibit A hereto, subject to the terms and conditions of said Lease Agreement.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of this day 24 of April, 1992.

PITNEY BOWES CREDIT CORPORATION

BY: 

ITS: JOSEPH M. HEIMERL
REGION CREDIT MANAGER

CONAGRA, INC.

BY: 

ITS: X Sr. U.P. - Finance

EXHIBIT A

<u>QTY</u>	<u>ITEM</u>	<u>MANUFACTURER MODEL & SERIAL NO.</u>
30	Trinity 5125 cubic foot 15 PSI capacity pressure discharge covered hopper cars	CAGX 92000-92029

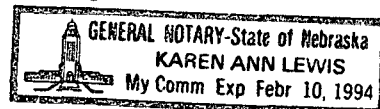
ACKNOWLEDGMENT

State of X Nebraska)
County of X Douglas) SS:

BEFORE ME, the undersigned notary, on this day personally appeared X L. B. Thomas, to me personally known, who, being by me duly sworn, says that he/~~she~~ is the X Sr. V.P. - Finance of ConAgra, Inc. ("ConAgra, Inc.") that the foregoing Memorandum of Master Equipment Lease Agreement ("the "Memorandum") was signed on behalf of ConAgra by authority of its Board of Directors and that the execution of the foregoing Memorandum was the free act and deed of ConAgra, Inc.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this X 24th day of April, 1992.

X Karen Ann Lewis
Signature of Notary Public



My commission expires X 2/10/94

Seal

ACKNOWLEDGMENT

State of Illinois)
)
County of Cook) SS:

BEFORE ME, the undersigned notary, on this day personally appeared Joseph M. Heimerl, to me personally known, who, being by me duly sworn, says that he/she is the Region Credit Manager of Pitney Bowes Credit Corporation ("PBCC") that the foregoing Memorandum of Master Equipment Lease Agreement ("the "Memorandum") was signed on behalf of PBCC by authority of its Board of Directors and that the execution of the foregoing Memorandum was the free act and deed of PBCC.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 24th day of April, 1992.

Tara E. MacNamara
Signature of Notary Public

My commission expires July 3, 1994

Seal

